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COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

1. I am a partner in the law firm of Pepper Hamilton LLP and a member in good standing of the Bar of the Supreme Court of Pennsylvania. My firm maintains offices at 3000 Two Logan Square, Eighteenth and Arch Streets, Philadelphia, Pennsylvania 19103-2799 (the "Firm"). I submit this affidavit (the "Affidavit") in connection with the order (the "Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on May 4, 2000, authorizing the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") to employ and retain professionals utilized in the ordinary course of business pursuant to sections 105(a), 327 and 328 of title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtors have requested that the Firm provide legal services to the Debtors with respect to intellectual property (mostly trademark) and pension/benefits matters, and the Firm has consented to provide such services, as special counsel pursuant to Bankruptcy Code § 327(e) (the “Special Counsel Matters”).

3. The Firm may have provided services in the past and may provide services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates. At present, I am aware of no exceptions, except those clients listed below:

- a. McDain Golf Limited Partnership.
- b. Jay Tompkins.

The Firm does not consider any of its representations to be adverse to the Debtors or their estates with respect to the Special Counsel Matters.

4. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

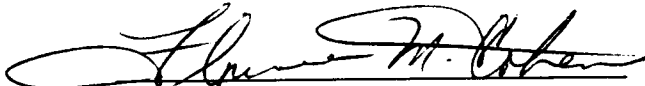
6. As set forth on the retention questionnaire (the "Retention Questionnaire") annexed hereto and separately provided to the Office of the United States Trustee, the Debtors owe the Firm One-Hundred and Thirty-Four Thousand, Six-Hundred and Fifty-Seven Dollars and Eighty-Two Cents (\$134,657.82) for pre-petition services and expenses.

7. The Firm will continue to conduct further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of those inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.


JOSEPH J. SERRITELLA

Sworn to before me this

28th day of Sept, 2000


Notary Public

Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 21, 2004
Member, Pennsylvania Association of Notaries

In re Randall's Island Family Golf Centers, Inc., et. al.,
Chapter 11 Case Nos. 00 B 41065(SMB) through 00 B 41196(SMB)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY THE ABOVE-CAPTIONED
DEBTORS AND DEBTORS-IN-POSSESSION (THE "DEBTORS")

If more space is needed, please complete on a separate page and
attach.

1. Name and address of firm:

Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, Pennsylvania 19103-2799

2. Date of retention: December 26, 1996

3. Type of services provided (accounting, legal, etc.):

Legal.

4. Brief description of services to be provided:

Representation with respect to intellectual property
(principally trademark) and pension/benefits matters.

5. Arrangements for compensation (hourly, contingent,
etc.): Hourly.

(a) Average hourly rate (if applicable): N.A.

(b) Estimated average monthly compensation based on
prepetition retention (if firm was employed
prepetition): \$8,000 per month.

6. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: \$ 137,657.82

Date claim arose: Pre-May 4, 2000

Source of claim: Legal services rendered.

7. Prepetition claims against any of the Debtors held individually: None.

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of any of the Debtors currently held by the firm: None.

Kind of shares: _____

No. of shares: _____

9. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm: None.

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-name firm is to be employed.

a. McDain Golf Limited Partnership - possible real estate matter.

b. Jay Tompkins - proposed acquisition of facility.
